

# Bobcaygeon and District Horticultural Society

## Constitution and By-Laws

Date of Revision  
November 2023

# **Bobcaygeon and District Horticultural Society Constitution and Bylaws**

## **Article 1 - Name**

The name of the organization shall be The Bobcaygeon and District Horticultural Society, henceforth referred to as “The Society”.

## **Article 2 - Authority**

The Society is organized under the authority of article #36 in Bill C66 of the Agricultural and Horticultural Organizations Act of the Province of Ontario, and all articles of this constitution shall be read to conform with said Act.

## **Article 3 - Head Office**

The head office of the Society shall be located in the Community of Bobcaygeon in the Province of Ontario and at such place therein determined from time to time by the Board of Directors of the Society.

## **Article 4 - Purposes**

The objectives of the Society are to encourage interest and improvement in horticulture by:

- (a) holding meetings respecting the theory and practice of horticulture;
- (b) encouraging the planting of trees, shrubs, and flowers on public and private grounds;
- (c) promoting balcony and community gardening and outdoor beautification;
- (d) arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
- (e) distributing seeds, plants, bulbs, flowers, trees and shrubs;
- (f) promoting the protection of the environment;

- (g) promoting the circulation of horticultural information through any media;
- (h) promoting the benefits of therapeutic horticulture; and
- (i) stimulating interest in the study of horticulture.

The Society shall not spend more than one-half of its total annual receipts, excluding grants or donations made for specific purposes, upon any one of the above purposes, except for the planting of trees, shrubs and plants on public grounds and the promotion of outdoor beautification.

### **Article 5 - Membership**

1. Every person shall be entitled to be a member of the Society.
2. A Firm, Incorporated Company, or an Association directed towards horticultural interests, may become a member by payment of the regular fee, but the name of one person only, in any one year, may be entered as a representative of such Firm, Company, or Association, and that one person only shall exercise the privilege in the Society.
3. Requirements for membership:
  - (a) Payment of the annual membership fee as determined from time to time by the Board of Directors.
  - (b) Attainment of the age of eighteen years.

#### 4. Associate Membership:

Associated membership is open to those who do not meet the requirements for full membership, but nevertheless declare an intention to pursue the stated purposes of the Society. Associate members shall not have voting rights or be eligible to serve as Officers of the Society.

#### 5. Privileges of Membership:

A member or Associate member shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year, but only full members may vote or hold office in the Society. In addi-

tion, only those who were members during the current year, for a minimum of three months, are entitled to vote at the Annual meeting. The President, along with the membership Convenor, shall consider special cases where dues may be waived.

#### 6. Termination of Membership

A member shall have their membership terminated upon non-payment of membership dues by the April General Meeting. If payment is not received by that time then membership for said member ceases to exist.

### **Article 6 - Directors**

1. The Board of Directors shall consist of a minimum of eight (8) directors to a maximum of twelve (12) directors. The membership shall elect at each general meeting from among themselves a minimum four(4) directors to a maximum of seven (7) directors for a term of two(2) years.
2. Directors shall be eligible for re-election at the end of each term to a maximum of four (4) consecutive terms.
3. One half of the members of the Board plus one (1) shall constitute a quorum.
4. In the event of a vacancy occurring on the Board by the death of, or resignation of any officer or director or otherwise (e.g. failure to attend a minimum of four (4) board meetings during the year), the remaining members of the Board shall have the power to appoint any member of the Society to fill such vacancies provided that, when three or more vacancies occur at the same time, a Special General Meeting of the Society shall be called and the Directors elected to fill the vacancy.
5. The board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the by-laws and the regulations of the Society.

### **Article 7 - Officers**

1. The General Members shall elect from among themselves at the Annual general Meeting a President. They may also elect a First Vice Presi-

- dent and Second Vice President; but the 2nd Vice President position is optional. These positions are to be known as the Officers of the Society.
2. The President, First Vice President and Second Vice President and the remaining eight (8) directors shall constitute the Board of Directors.
  3. The Board from among themselves, or otherwise shall appoint a Secretary, Treasurer, or Secretary-Treasurer who shall remain in office at their pleasure. The Secretary or Secretary Treasurer shall keep an accurate account of the proceedings of Board and General Meetings, acting under the control and with the approval of the board.
  4. The Secretary, Treasurer or Secretary - Treasurer of the Society:
    - (a) if elected to the Board and appointed to the Board, has a vote on the board but cannot receive an honorarium.
    - (b) if appointed from the general membership or otherwise, does not have a vote on the board, but can receive an honorarium.
  5. The Treasurer or Secretary- Treasurer of the Society, before entering upon the duties of their office, shall give bond for the faithful performance for their duties and especially for the due accounting for and paying over all monies which may come into their hands.
  6. It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by such Treasurer or Secretary - Treasurer and to report thereon to the Society.
  7. If the Board neglects to procure and maintain proper and sufficient security, each member thereof shall be personally responsible for any loss suffered by the Society.

### **Article 8 - Duties of the Officers**

1. Officers of the Society are responsible for the safe custody of:
  - (a) deed, title, paper and other documents relating to the Society's property.
  - (b) at least one copy of minutes of proceedings, resolutions and by-laws of the Society.
2. The President shall preside at all meetings of the Society, decide all questions of order, and advance the interests of the Society, and be an ex-officio member of all committees. They shall also have other sub powers and duties as may from time to time be assigned to them from the Board.
3. The First Vice-President and Second Vice President shall be vested, in order named with all powers, and perform all duties of the president in

- their absence and shall also have other such powers and duties as may from time to time be assigned to them from the Board.
4. The Secretary of the Society shall:
    - (a) attend all Board and General Meetings of the Society and record all proceedings of the above;
    - (b) conduct the correspondence of the Society; and
    - (c) keep a record of:
      - (i) all business transactions of the Society;
      - (ii) all resolutions passed by the Society;
      - (iii) all amendments to by-laws of the Society;
      - (iv) a list of members of the Society and addresses;
      - (v) a list of names and addresses of persons to whom prize money is paid, and the amounts paid to each person;
      - (vi) all reports of committees that may from time to time be appointed by the Society, and
      - (vii) all annual statements and financial and auditor's reports.
  5. The Treasurer of a Society shall:
    - (a) receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank, as the Society may by resolution direct.
    - (b) keep the securities of the Society in safe custody;
    - (c) keep or cause to be kept proper books of account or make or cause to be made entries of all receipts or expenditures of the Society;
    - (d) prepare the annual Financial Statement of the Society; and
    - (e) prepare reports showing the financial position of the Society, as the Officers from time to time direct.
    - (f) send the year end financial statements to the auditor\reviewer to have audited\reviewed prior to the Annual General meeting.

## **Article 9 - Meetings of the Society**

### **1. The Annual General Meeting**

- (a) The Annual General Meeting of the Society shall be held in November, December or January of each year at such a time and place as the Board of Director's determine. At least 30 days notice shall be given of the Annual General Meeting by e-mail distribution to members and posted on Social media.
- (b) Fifteen members present constitute a quorum at the Annual General

Meeting.

(c) At the Annual General Meeting

- (i) The Board shall present a report of activities and accomplishments of The Society since the last Annual General Meeting and a detailed statement of the receipts and expenditures since the last Annual (General) Meeting and a statement of assets and liabilities of the Society. These statements are to be audited\reviewed prior to the Annual General Meeting.
- (ii) The President, 1st Vice-President, 2nd Vice-President and Directors shall be elected.
- (iii) Auditors\Reviewers shall be appointed.
- (iv) The Secretary shall make available a list of members eligible to vote and hold office as determined in Article 5 (3), (5).

2. General Meetings

- (a) Regular meetings shall be held monthly except Dec. Jan. July and August at a time and place determined by the Board of Directors.
- (b) Fifteen members present shall constitute a quorum at a General Meeting.
- (c) A General Meeting may decide on all matters brought to it by the Board.

3. Special General Meetings

- (a) A Special General Meeting shall be one, which is called to deal with amendments to the Constitution, ratification of appointed directors or such other matters as the Board may determine.
- (b) Notice that a General Meeting is to be "Special" shall be given to members at least one month prior to the date of the meeting.
- (c) Fifteen members present shall constitute a quorum at a Special General Meeting.

4. Directors Meetings

- (a) A meeting of the Board shall be called by the Secretary upon the director of the President or of any 3 members of the Board, by sending notice thereof to all members of the Board at least seven days before the time fixed for the meeting.

(b) Five members of the Board shall constitute a quorum (Secretary, Treasurer and Past President may be counted to make a quorum)

(c) Voting

At a Board Meeting only the Officers, Directors and any ex-officio Directors are eligible to vote.

(d) Powers and Duties

In addition to other specific duties and powers assigned elsewhere in this Constitution, the Board shall;

- (i) take the initiative to prepare general policies and actions for consideration and possible adoption by the Membership.
- (ii) put into effect all policies and actions approved by the membership.
- (iii) have the power to enter into contracts in the name of the Society in accordance with the policies and practices approved by the membership.
- (iv) be responsible for the management and affairs of the Society between General Meetings.

## 6. Committees and Sub-Committees

The Board may establish committees and sub-committees in order to conduct it's business more effectively. All committees are accountable to the Board of Directors, which will define the responsibilities of each committee.

Terms of reference for all committees shall include the following:

- (a) the status of the Committee (standing or ad hoc)
- (b) the type of Committee (discussion, working, task force etc.)
- (c) the overall purpose
- (d) any specific direction defining goals or tasks
- (e) the relationship to any other overlapping activities of the Society
- (f) the composition, including statements, on any designated observers, whether officers are appointed as full or associate members, and any authority granted to the chair to co-opt other members
- (g) the assignment of any members
- (h) any special mode of operation
- (i) any upper limit of expenses the committee can incur
- (j) the preferred time and method of reporting

## **Article 10 - Finances**

1. the fiscal year of the Society shall be from November 1st to October 31st.
2. (a) All expenditures shall require approval by a motion passed at a General or Board of Director's Meeting. A payment not to exceed fifty dollars (\$50,00) can be authorized by the President on an interim basis.

OR

under a budget system.

(b) All expenditures for items in excess of fifty dollars (\$50.00) that are not included in the budget for the current fiscal year, shall require approval by a motion passed at a General or Board of Director's Meeting.

3. Cheques to disperse the funds of the Society shall bear the signatures of the Treasurer and any one of the following: President, First Vice- President, or Secretary.

4. The financial records of the Society will be audited\reviewed by a qualified accountant, (or at least two qualified individuals, neither of whom is a member of the Executive) appointed at the Annual General Meeting.

## 5. Remuneration

No officer, director, or member of the Society shall receive any remuneration for carrying out the duties of an officer, director or member, unless such member has been appointed Secretary, Treasurer or Secretary-Treasurer, and qualifies under Article 7 4(b) for an honorarium. However, travelling and living expenses may be allowed any officer, director or member while engaged in duties on behalf of the Society, and the Board may fix such remuneration and travelling and living expenses which shall be payable out of the funds of the Society.

6. The financial accounts and other books of the Society shall be made available for inspection by any member's reasonable request.

## **Article 11 - Rules of Order**

Roberts Rules of Order shall govern the Society on all matters not covered by the by-laws.

## **Article 12 - Change in Constitution and By-laws**

By-laws of the Constitution of the Society may be made, and/or adopted, amended or repealed by the Board of Directors provided it is confirmed at an Annual General, General or Special General Meeting of the Society.

All regulations as set forth in the Agricultural and Horticultural Organizations Act, or as it may be revised from time to time, shall become a part of this Constitution.

### **BY-LAWS**

#### **Membership Year**

The membership year of the Society shall be from February 1st to January 31st of the following year.

#### **Membership Fees**

- (a) The annual membership and associate membership fees shall be established at the September Board of Directors meeting, and shall be revised as the Board may determine.
- (b) Memberships purchased at or after the September General Meeting shall be half of the current membership fee and remain in force until the end of the membership year.

#### **Meetings**

- (a) General Meetings shall be held monthly on the 3rd Thursday of the month except December, January, July and August.
- (b) (b) The Board of Directors shall meet monthly on the first Tuesday of the month except December, January, July and August.

#### **Executive**

- (a) The President and Vice-Presidents shall not hold their respective offices for more than three (3) consecutive one (1) year term.
- (b) The Secretary and Treasurer shall be appointed by the Board of Directors at the first meeting following the Annual General Meeting for a term of one (1) year to a maximum of eight (8) consecutive terms.
- (c) The Past President shall be an ex-officio member of the Board and shall have full voting rights.
  - (a) A Nominating Committee shall be established each year at the September meeting of the Board of Directors and shall consist of the President, the Vice President, Past President, one member of the Board of Directors and one member -at-large.
  - (b) The monies of the Society shall be deposited in a bank as the Board of Directors may determine.
- (d) No contracts, grants, leases or like arrangements shall be entered into on behalf of the Society without the approval of the Board.
- (e) The amount of all honorariums, if required, shall be set by the Board.